

BYLAWS OF THE

ALABAMA GULF COAST RECOVERY COUNCIL

An Alabama Unincorporated Nonprofit Association

The Alabama Gulf Coast Recovery Council (the “Alabama Council”) is an unincorporated organization established by the Resources and Ecosystems Sustainability, Tourist Opportunities, and Revived Economies of the Gulf Coast States Act of 2012 (the “Act”), and shall operate as a nonprofit association under the Alabama Unincorporated Nonprofit Association Law for the common, nonprofit purpose of carrying out the duties and obligations of the Alabama Council as set forth in the Act. These Bylaws shall serve as the written rules for the regulation, management, governance and dissolution of the Alabama Council pursuant to Alabama Code § 10A-17-1.04.

ARTICLE ONE

NAME AND PRINCIPAL OFFICE

1.01 The legal name of the Alabama Council shall be the “Alabama Gulf Coast Recovery Council”. [33 USC § 1321(t)(1)(F)(i)] The principal mailing office of the Alabama Council shall be located at 118 N. Royal Street, Suite 603, Mobile, Alabama 36602, provided however, that the Members may by resolution designate such other principal office or mailing address within the Gulf Coast Region of the State of Alabama as they may deem appropriate.

ARTICLE TWO

TYPE OF ENTITY

2.01 The Alabama Council shall be a domestic nonprofit association.

ARTICLE THREE

MEMBERS

3.01 The members of the Alabama Council (the “Members”) shall be comprised at all times of only the following: [33 USC § 1321(t)(1)(F)(i)(I)]

- 1) The Governor of the State of Alabama;
- 2) The Director of the Alabama State Port Authority;
- 3) The Chairman of the Baldwin County Commission;

- 4) The President of the Mobile County Commission;
- 5) The Mayor of the City of Bayou La Batre;
- 6) The Mayor of the Town of Dauphin Island;
- 7) The Mayor of the City of Fairhope;
- 8) The Mayor of the City of Gulf Shores;
- 9) The Mayor of the City of Mobile; and
- 10) The Mayor of the City of Orange Beach.

3.02 Members shall not receive a fee or otherwise be compensated for services as a Member. However, with the approval of the Alabama Council, Members shall be entitled to be reimbursed, to the extent permitted pursuant to the Act, for his or her actual expenses for reasonable and necessary travel and other expenses incurred in connection with attendance of any meetings related to the affairs of the Alabama Council outside the Gulf Coast Region of the State of Alabama.

ARTICLE FOUR **VOTING**

4.01 Each Member shall be entitled to one (1) vote on each matter submitted to a vote of the Members. [33 USC § 1321(t)(1)(F)(i)(II)]

4.02 All actions of the Alabama Council shall be authorized by majority vote of the Members. [33 USC § 1321(t)(1)(F)(i)(III)] Any matter voted upon by the Alabama Council must be voted upon at a properly convened meeting. Members participating in a meeting by telephone or video may vote as if physically present. In the Governor's absence, a duly authorized representative, so named in writing by the Governor, may cast a vote on his behalf, unless the power of the proxy to vote is revoked by a majority vote of the AGCRC. The appointment of proxy is valid following the date of its execution until terminated by the Governor. Such proxy representative shall count toward quorum.

ARTICLE FIVE **MEETINGS**

5.01 The Alabama Council shall conduct meetings at the time and at a place within the Gulf Coast Region of the State of Alabama designated by the Chairperson or by any six Members by written petition to the Council. Any matter on which the Alabama Council is authorized to act may be acted upon at any meeting. The Members will endeavor to conduct meetings in person to

the extent practicable, but Members may participate by telephone conferencing or video conferencing if a quorum of the Council is physically present as required by Section 5.03 hereof. Meetings of the Members may be continued in session by being adjourned to a specified time and place by a majority vote of the Members.

5.02 The Chairperson shall be responsible for giving or directing another officer to give, or cause to be given, at least ten (10) days' notice of all meetings of the Members, and all other notices required by law or by these Bylaws, provided however, that if in the judgment of the Chairperson urgent business so requires, the Chairperson may give or cause to be given such shorter notice of meetings as is practicable but in no event less than three (3) days' notice. Notice may be given by scheduling the next meeting at any meeting of the Members provided that such scheduling is noted in the minutes. Otherwise, notice of meetings will be in writing and such notices may be delivered personally, by overnight delivery service, facsimile transmission, or electronic mail. The notice shall state the place, date, and time of the meeting and may include an agenda for such meeting. If the notice does not include an agenda, an agenda must subsequently be delivered to all the Members at least three (3) days prior to the meeting. Notice of any meeting may be waived by any Member, either before or after the meeting. Waiver of notice by a Member may be made by any of the methods by which notice of meetings may be given. Attendance at any meeting by any Member without objecting to the lack of or untimely notice at the beginning of the meeting also shall constitute waiver of notice.

5.03 A quorum of the Members for any meeting shall consist of six (6) Members that are physically present. However, irrespective of the number of Members present and voting at any meeting at which there is a quorum, no action may be taken without the affirmative vote of at least six (6) Members. [33 USC § 1321(t)(1)(F)(i)(III)]

5.04 Minutes of the meetings of the Members, as well as resolutions adopted by the Members, shall be recorded and maintained by the Secretary, Executive Director, or such other person as may be designated by the Chairperson. As soon as practicable after each meeting, the Secretary, Executive Director, or such designee shall distribute to each Member copies of the minutes and any resolutions adopted by the Members. The minutes of the meetings of the Members may be approved or amended at the next meeting or any subsequent meeting as circumstances dictate, by a majority vote of the Members.

5.05 Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE SIX OFFICERS

6.01 The Governor of the State of Alabama shall serve as Chairperson and preside over the meetings of the Members. [33 USC § 1321(t)(1)(F)(i)(I)(aa)] The Chairperson shall have such powers and duties as may be conferred by law or by these Bylaws. When authorized by the Members or required by law, the Chairperson shall execute, in the name of the Alabama Council,

any and all documents or instruments as the conduct of the Alabama Council's business may require. A proxy representative cannot serve as Chairperson. Any authority vested in or duty imposed on the Chairperson hereunder may be delegated to the Vice Chairperson in writing signed by the Chairperson, such delegation being subject, however, to the terms and conditions set forth in such writing, if any. Subject to the approval of the Members, the Governor, as Chairperson, may appoint and/or remove a Treasurer, a Secretary, Executive Director, or other administrative agent, each of which shall serve the Alabama Council but need not be Members of the Council.

6.02 The Director of the Alabama State Port Authority shall serve as Vice Chairperson and preside over the meetings of the Members in the absence of the Chairperson. [33 USC § 1321(t)(1)(F)(i)(I)(bb)] The Vice Chairperson shall have such powers and duties as may be conferred by law, by these Bylaws, or delegated by the Chairperson. When authorized by the Chairperson or Members or required by law, the Vice Chairperson shall execute, in the name of the Alabama Council, any and all documents or instruments as the conduct of the Alabama Council's business may require.

6.03 The Treasurer, if appointed, or such other designee under Section 6.01, shall have custody of all funds under the direct control of the Alabama Council and shall keep full and accurate account of receipts and disbursements in compliance with such conditions and requirements as may be determined by the Members or the Secretary of the Treasury of the United States of America (the "Secretary of the Treasury") to ensure that such funds are used in accordance with the Act. The Treasurer or designee shall deposit such funds in the name and to the credit of the Alabama Council in such depositories as may be designated by the Members. The Treasurer or designee shall disburse the funds of the Alabama Council as may be ordered by the Members, taking proper vouchers for such disbursements. The Treasurer or designee shall render to the Members at the regular meetings of the Members, or whenever the Alabama Council may request it, an account of all his/her or designee's transactions as Treasurer or designee and of the financial condition of the Alabama Council.

6.04 The Secretary, if appointed, or such other designee under Section 6.01, shall record or cause to be recorded in writing all proceedings of the meetings of the Members in a book to be kept in the principle office of the Alabama Council for that purpose, and shall perform such other duties as may be assigned to him or her by the Members.

6.05 The Members may appoint Members to serve as such other officers, assistant officers and agents as the Members deem necessary, each of which shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Members.

ARTICLE SEVEN COMMITTEES

7.01 The Members may designate by resolution one or more committees, each committee to consist of no less than two (2) and no more than five (5) Members. Each of such committees shall be entitled to act in an advisory capacity only which shall include making

recommendations to the Members.

7.02 Committees shall meet upon the call of the committee-elected chairperson who shall be required to give at least ten (10) days' notice of all meetings, provided however, that if in the judgment of any committee chairperson, urgent business so requires, the chairperson may give or cause to be given such shorter notice of meetings as is practicable. The committees shall keep regular minutes of their proceedings and report the same to the Members. A majority of committee members shall constitute a quorum for the committee.

ARTICLE EIGHT **ADMINISTRATION OF DIRECT COMPONENT FUNDS**

8.01 Any amounts provided to the Alabama Council pursuant to 33 U.S.C. § 1321(t)(1) (hereinafter referred to as the "Direct Component Funds") shall be administered and disbursed for activities primarily designed to restore or protect a geographic area within the Gulf Coast Region in accordance with an approved Multiyear Implementation Plan (MIP) required by Section 8.02, the terms and conditions set forth in this Article Eight and such procedures as are issued by the Secretary of the Treasury pursuant to the Act.

8.02 The Members shall develop and submit to the U.S. Department of Treasury for its approval MIP(s) for the expenditure of Direct Component Funds to carry out one or more of the following activities in the Gulf Coast Region:

- (a) Restoration and protection of the natural resources, ecosystems, fisheries, marine and wildlife habitats, beaches, and coastal wetlands in the Gulf Coast Region. [33 USC § 1321(t)(1)(B)(i)(I)]
- (b) Mitigation of damage to fish, wildlife, and natural resources. [33 USC § 1321(t)(1)(B)(i)(II)]
- (c) Implementation of a federally approved marine, coastal, or comprehensive conservation management plan, including fisheries monitoring. [33 USC § 1321(t)(1)(B)(i)(III)]
- (d) Workforce development and job creation. [33 USC § 1321(t)(1)(B)(i)(IV)]
- (e) Improvements to or on Alabama State parks located in coastal areas affected by the Deepwater Horizon Oil Spill. [33 USC § 1321(t)(1)(B)(i)(V)]
- (f) Infrastructure projects benefitting the economy or ecological resources, including port infrastructure. [33 USC § 1321(t)(1)(B)(i)(VI)]
- (g) Coastal flood protection and related infrastructure. [33 USC § 1321(t)(1)(B)(i)(VII)]

- (h) Promotion of tourism in the Gulf Coast Region, including recreational fishing. [33 USC § 1321(t)(1)(B)(ii)(I)]
- (i) Promotion of the consumption of seafood harvested from the Gulf Coast Region. [33 USC § 1321(t)(1)(B)(ii)(II)]
- (j) Planning assistance. [33 USC § 1321(t)(1)(B)(i)(VIII)]
- (k) Administrative costs of complying with 33 USC § 1321(t).

8.03 In awarding contracts to carry out a project or program under this Article Eight, the Members may give a preference to individuals and companies that reside in, are headquartered in, or are principally engaged in business in the State of Alabama, to the extent permitted by applicable laws. [33 USC § 1321(t)(1)(K)]

8.04 Direct Component Funds may be used, in whole or in part, to satisfy the non-Federal share of the cost of any project or program authorized by Federal law that is an eligible activity described in Section 8.02. [33 USC § 1321(t)(1)(N)]

ARTICLE NINE
ADMINISTRATION OF SPILL IMPACT COMPONENT FUNDS

9.01 Any amounts provided to the Alabama Council pursuant to 33 U.S.C. § 1321(t)(3) (hereinafter referred to as the "Spill Impact Funds") shall be administered and disbursed for projects, programs, and activities that will improve the ecosystems or economy of the Gulf Coast Region in accordance with an approved State Expenditure Plan (SEP) required by Section 9.02, the terms and conditions set forth in this Article Nine, and such procedures as are issued by the Secretary of the Treasury and the Federal Council pursuant to the Act.

9.02 The Members shall develop and submit to the Federal Council for its approval SEP(s) for the expenditure of Spill Impact Funds that meets the following, and any other applicable, criteria: [33 USC § 1321(t)(3)(B)(i)]

- (a) All projects, programs, and activities included in an SEP must be eligible activities under Section 8.02 hereof [33 USC § 1321(t)(3)(B)(i)(I)].
- (b) All projects, programs, and activities included in an SEP must contribute to the overall economic and ecological recovery of the Gulf Coast Region. [33 USC § 1321(t)(3)(B)(i)(II)]
- (c) An SEP must take into consideration the Comprehensive Plan developed by the Federal Council and be consistent with the goals and objectives of such Comprehensive Plan. [33 USC § 1321(t)(3)(B)(i)(III)]
- (d) An SEP may not propose to use more than twenty-five percent (25%) of the Impact

Funds for infrastructure projects eligible under Sections 8.02(f) and 8.02(g) unless the SEP certifies that the ecosystem restoration needs will be addressed by the projects in the proposed SEP and additional investment in infrastructure is required to mitigate the impacts of the Deepwater Horizon Oil Spill to the ecosystem or economy. [33 USC § 1321(t)(3)(B)(ii)]

- (e) Submissions may also include requests to the Federal Council to use the minimum allocation allowable under the Spill Impact Component for planning purposes associated with development of an SEP as set forth pursuant to rules and regulations issued by the Federal Council.

9.03 Spill Impact Funds may be used, in whole or in part, to satisfy the non-Federal share of the cost of any project or program authorized by Federal law that is an eligible activity described in Section 8.02. [33 USC § 1321(t)(3)(F)]

ARTICLE TEN
ADMINISTRATION OF CENTER OF EXCELLENCE RESEARCH GRANTS
PROGRAM

10.01 Any amounts provided to the Alabama Council pursuant to Section 1605 of the Act (hereinafter referred to as “Center of Excellence Grants”) shall be disbursed in accordance with the terms and conditions set forth in this Article Ten and such procedures as are issued by the Secretary of the Treasury pursuant to the Act. [Act § 1605(b)]

10.02 Any Center of Excellence Grants received by the Alabama Council shall be used exclusively to award competitive grants to nongovernmental entities and consortia in the Gulf Coast Region (including public and private institutions of higher education) for the establishment of “Centers of Excellence” as described in Section 10.03 and to conduct research only on the Gulf Coast Region. [Act § 1605(c)(1)]

10.03 Each Center of Excellence shall focus on science, technology, and monitoring in at least one of the following disciplines: [Act § 1605(d)]

- (a) Coastal and deltaic sustainability, restoration and protection, including solutions and technology that allow citizens to live in a safe and sustainable manner in a coastal delta in the Gulf Coast Region.
- (b) Coastal fisheries and wildlife ecosystem research and monitoring in the Gulf Coast Region.
- (c) Offshore energy development, including research and technology to improve the sustainable and safe development of energy resources in the Gulf of Mexico.
- (d) Sustainable and resilient growth, economic and commercial development in the

Gulf Coast Region.

- (e) Comprehensive observation, monitoring, and mapping of the Gulf of Mexico.

10.04 To be eligible to receive a Center of Excellence Grant, an entity or consortium described in Section 10.02 shall be required to submit to the Alabama Council an application at such time, in such manner, and containing such information as the Members determine to be appropriate. [Act § 1605(c)(2)]

10.05 In awarding Center of Excellence Grants hereunder, the Members shall give priority to entities and consortia that demonstrate the ability to establish the broadest cross-section of participants with interest and expertise in any discipline described in Section 10.03 on which the proposal of the Center of Excellence will be focused. [Act § 1605(c)(3)]

ARTICLE ELEVEN

ADMINISTRATIVE RULES AND REPORTING REQUIREMENTS

11.01 The Members shall implement such policies and procedures, and take such actions as are necessary to cause the Alabama Council to do the following and otherwise comply with all applicable requirements established pursuant to the Act, or by the Secretary of the Treasury and the Federal Council:

- (a) Meet any and all conditions, including audit requirements, required by the Secretary of the Treasury of the United States of America to ensure that Direct Component Funds, Spill Impact Funds, and Center of Excellence Research Grants are being used in accordance with the terms and conditions of the Act; [33 USC § 1321(t)(1)(E)(i)]
- (b) Provide all applicable certifications in such form and in such manner as required by the Act, the Secretary of the Treasury, and the Federal Council in relation to the projects, programs, and activities to be funded by the Alabama Council pursuant to the Act; [33 USC § 1321(t)(1)(E)(ii)]
- (c) Develop and submit an MIP for the use of Direct Component Funds and an SEP for the use of Spill Impact Funds, which may include milestones, projected completion of each activity, and a mechanism to evaluate the success of each activity in helping to restore and protect the Gulf Coast Region impacted by the Deepwater Horizon Oil Spill; and [33 USC § 1321(t)(1)(E)(iv)]
- (d) Provide annually to the Federal Council information regarding all Center of Excellence Grants, including the amount, discipline or disciplines, and recipients of the Center of Excellence Grants, and in the case of any Center of Excellence Grant awarded to a consortium, the membership of the consortium. [Act § 1605(c)(4)]

11.02 No more than three percent (3%) of the Direct Component Funds and Spill Impact Funds may be used to fund the administrative costs of complying with the Act. [33 USC § 1321(t)(1)(B)(iii)(I)]

11.03 Administrative duties for the Alabama Council may only be performed by public officials and employees that are subject to the ethics laws of the State of Alabama. [33 USC § 1321(t)(1)(F)(i)(IV)]

11.04 In meeting any condition required for the administration or disbursement of Direct Component Funds, the Alabama Council may use any appropriate procedure for public consultation in the State of Alabama, including consulting with one or more established task forces or other entities, to develop recommendations for proposed projects and programs that would restore and protect the natural resources, ecosystems, fisheries, marine and wildlife habitats, beaches, coastal wetlands, and economy of the Gulf Coast Region. [33 USC § 1321(t)(1)(I)]

11.05 All checks, drafts or other orders for the payment of money issued in the name of the Alabama Council shall be signed by such Members, officers or agents of the Alabama Council, and in such manner, as shall be determined from time to time by resolution of the Members.

ARTICLE TWELVE DEFINITIONS

12.01 The term “Comprehensive Plan” means the comprehensive plan developed by the Federal Council pursuant to the Act. [33 USC § 1321(a)(30)]

12.02 The term “Federal Council” means the Gulf Coast Ecosystem Restoration Council established pursuant to the Act. [33 USC 1321(a)(31)]

12.03 The term “Deepwater Horizon Oil Spill” means the blowout and explosion of the mobile offshore drilling unit Deepwater Horizon that occurred on April 20, 2010, and resulting hydrocarbon releases into the environment. [33 USC 1321(a)(32)]

12.04 The term “Gulf Coast Region” means (i) in Alabama, Florida, Louisiana, Mississippi, and Texas (the “Gulf Coast States”) the coastal zones (as that term is defined in section 304 of the Coastal Zone Management Act of 1972 (16 U.S.C.1453), except that the term ‘coastal zones’ as used herein includes land within the coastal zones that is held in trust by, or the use of which is bylaw subject solely to the discretion of, the Federal Government or officers or agents of the Federal Government) that border the Gulf of Mexico; (ii) any adjacent land, water, and watersheds, that are within twenty-five (25) miles of the coastal zones previously described in (i); and (iii) all Federal waters in the Gulf of Mexico. [33 USC 1321(a)(33)]

12.05 The term “Trust Fund” means the Gulf Coast Restoration Trust Fund established pursuant to the Act. [33 USC 1321(a)(35)]

12.06 The term “days’ notice” means the number of calendar days.

ARTICLE THIRTEEN
AMENDMENT


13.01 These Bylaws may be amended or repealed by the affirmative vote of a majority of the Members, provided that the substance of any proposed amendment or repeal shall be provided to each Member at least ten (10) days' prior to such meeting. Any Member may propose amendments or repeal of these Bylaws and the proposing Member shall be responsible for causing the required notice to be issued to the other Members. The notice may be waived by any Member, either before or after any meeting at which these Bylaws are amended or repealed, by indicating such waiver in writing, causing such waiver to be noted in the minutes of any meeting, by attending the meeting at which the amendment or repeal is voted upon without objecting to the notice at the beginning of said meeting, or by voting on any amendment or repeal of these Bylaws.

ARTICLE FOURTEEN
DISSOLUTION

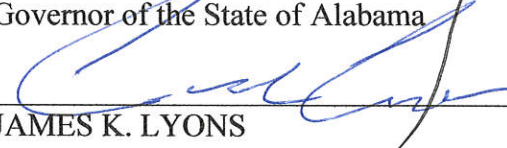
14.01 The Alabama Council shall dissolve and terminate on the date the Chairperson has certified that all funds made available or to be made available to the Alabama Council from the Trust Fund have been expended and all amounts provided to the Alabama Council pursuant to the Act have been administered and disbursed in accordance with the terms and conditions hereof.

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We, the undersigned, comprising all the Members of the Alabama Council, hereby certify that the foregoing Bylaws have been duly adopted by us as the Bylaws of the Alabama Council on this 8th day of December, 2014.



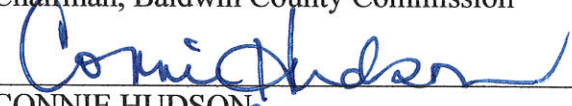
ROBERT BENTLEY
Governor of the State of Alabama




JAMES K. LYONS
Director, Alabama State Port Authority



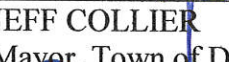
CHARLES GRUBER
Chairman, Baldwin County Commission



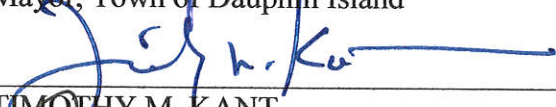
CONNIE HUDSON
President, Mobile County Commission



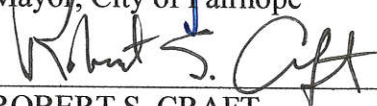
BRETT DUNGAN
Mayor, City of Bayou La Batre



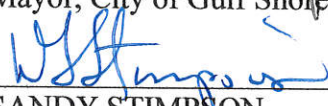
JEFF COLLIER
Mayor, Town of Dauphin Island



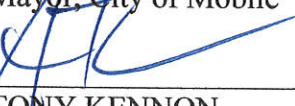
TIMOTHY M. KANT
Mayor, City of Fairhope



ROBERT S. CRAFT
Mayor, City of Gulf Shores



SANDY STIMPSON
Mayor, City of Mobile



TONY KENNON
Mayor, City of Orange Beach